

Richter Irvin E
 Form 5
 February 11, 2009

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 Richter Irvin E

2. Issuer Name and Ticker or Trading Symbol
 Hill International, Inc. [HIL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and Chief Executive

C/O HILL INTERNATIONAL, INC., 303 LIPPINCOTT CENTRE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MARLTON, NJ 08053

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/27/2008	^	G ⁽¹⁾	200,000 D \$ 0	8,532,305 ₍₂₎	D	^
Common Stock	05/27/2008	^	G	200,000 D \$ 0	8,332,305 ₍₂₎	D	^
Common Stock	12/22/2008	^	G ⁽¹⁾	100,000 D \$ 0	8,232,305 ₍₂₎	D	^
Common Stock	05/27/2008	^	G ⁽¹⁾	200,000 A \$ 0	8,232,305 ₍₂₎	D ⁽³⁾	^

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Common Stock 12/22/2008 \hat{A} G(1) 100,000 A \$ 0 8,232,305(2) D(3) \hat{A}

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richter Irvin E C/O HILL INTERNATIONAL, INC. 303 LIPPINCOTT CENTRE MARLTON, NJ 08053	\hat{A} X	\hat{A} X	\hat{A} Chairman and Chief Executive	\hat{A}

Signatures

/s/ Irvin E. Richter 02/11/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This transaction involved a gift of securities by the reporting person to his spouse, who shares the reporting person's household. The
- (1) reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.
 - (2) Includes 7,576 shares held in the Issuer's 401(k) Plan for the benefit of the reporting person.
 - (3) Does not include 300,000 shares held by the reporting person's spouse which the reporting person is deemed to indirectly own notwithstanding his disclaimer of beneficial ownership thereof (see footnote 1).

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